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## HANGZHOU TIGERMED CONSULTING CO., LTD.

### 杭州泰格醫藥科技股份有限公司

(A joint stock company incorporated in the People’s Republic of China with limited liability)

(Stock Code: 3347)

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors of Hangzhou Tigermed Consulting Co., Ltd. (the “**Company**”) hereby announces that, on July 12, 2021, at the fifteenth meeting of the fourth session of the Board, the Board resolved and approved, among others, the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Given that the Company may appoint co-president to cope with the need of the Company’s business development, the Board proposes to amend the Articles of Association as follows (changes are marked):

Original Articles	Amended Articles
<p><b>Article 8</b> The Company’s legal representative is the general manager of the Company.</p>	<p><b>Article 8</b> The Company’s legal representative is the general manager <u>or the co-president</u> of the Company.</p>
<p><b>Article 10</b></p> <p>...</p> <p>The articles of association are legally binding on the shareholders, directors, supervisors and members of the senior management of the Company, and the above-mentioned persons shall be entitled to make claims on matters relating to the Company in accordance with the articles of association. Pursuant to the articles of association, a shareholder can sue the Company, the Company can sue its shareholders, a shareholder can sue another shareholder or other shareholders, and a shareholder can sue directors, supervisors and other members of the senior management of the Company.</p> <p>...</p>	<p><b>Article 10</b></p> <p>...</p> <p>The articles of association are legally binding on the shareholders, directors, supervisors and members of the senior management of the Company, and the above-mentioned persons shall be entitled to make claims on matters relating to the Company in accordance with the articles of association. Pursuant to the articles of association, a shareholder can sue the Company, the Company can sue its shareholders, a shareholder can sue another shareholder or other shareholders, and a shareholder can sue directors, supervisors, general manager, <u>co-president</u> and other members of the senior management of the Company.</p> <p>...</p>

Original Articles	Amended Articles
<p><b>Article 43</b> During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all securities listing documents, listing on the Hong Kong Stock Exchange contain the below declarations and shall also instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such particular holder delivers to such share registrar a signed form for such shares containing the declarations below:</p> <p>...</p> <p>(II) The subscriber of shares agrees with the Company and its shareholders, directors, supervisors, the general manager and other senior management officers, and the Company (for itself and on behalf of its directors, supervisors, the general manager and other senior management officers) agrees with its shareholders to refer all disputes and claims arising from the articles of association or any right or obligation conferred or imposed by the Company Law or other relevant laws, administrative regulations concerning the affairs of the Company to arbitration in accordance with the articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p> <p>...</p>	<p><b>Article 43</b> During the period when H shares are listed on the Hong Kong Stock Exchange, the Company shall ensure all securities listing documents, listing on the Hong Kong Stock Exchange contain the below declarations and shall also instruct and procure its share registrar not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such particular holder delivers to such share registrar a signed form for such shares containing the declarations below:</p> <p>...</p> <p>(II) The subscriber of shares agrees with the Company and its shareholders, directors, supervisors, the general manager, <u>co-president</u> and other senior management officers, and the Company (for itself and on behalf of its directors, supervisors, the general manager, <u>co-president</u> and other senior management officers) agrees with its shareholders to refer all disputes and claims arising from the articles of association or any right or obligation conferred or imposed by the Company Law or other relevant laws, administrative regulations concerning the affairs of the Company to arbitration in accordance with the articles of association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p> <p>...</p>

Original Articles	Amended Articles
<p><b>Article 56</b> The shareholders of ordinary shares of the Company shall have the following rights:</p> <p>...</p> <p>(V) to acquire relevant information according to the provisions of the articles of association, including:</p> <ol style="list-style-type: none"> <li>1. the articles of association obtained after paying the cost;</li> <li>2. after paying reasonable fees, have the right to consult and reproduce: (1) the whole and all parts of register of members; (2) the personal data of the directors, supervisors, general manager and other members of the senior management of the Company, including:</li> </ol> <p>...</p>	<p><b>Article 56</b> The shareholders of ordinary shares of the Company shall have the following rights:</p> <p>...</p> <p>(V) to acquire relevant information according to the provisions of the articles of association, including:</p> <ol style="list-style-type: none"> <li>1. the articles of association obtained after paying the cost;</li> <li>2. after paying reasonable fees, have the right to consult and reproduce: (1) the whole and all parts of register of members; (2) the personal data of the directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company, including:</li> </ol> <p>...</p>
<p><b>Article 80</b> A notice of general meeting shall meet the following requirements:</p> <p>...</p> <p>(V) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, our general manager or other member of senior management in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p> <p>...</p>	<p><b>Article 80</b> A notice of general meeting shall meet the following requirements:</p> <p>...</p> <p>(V) contain a disclosure of the nature and extent, if any, of the material interests of any director, supervisor, our general manager, <b><u>co-president</u></b> or other member of senior management in the transaction proposed and the effect of the proposed transaction on them in their capacity as shareholders in so far as it is different from the effect on the interests of the shareholders of the same class;</p> <p>...</p>
<p><b>Article 93</b> All directors, supervisors and secretary to the board of directors shall attend general meetings of the Company, and the general manager and other senior management officers shall be present at the meetings.</p>	<p><b>Article 93</b> All directors, supervisors and secretary to the board of directors shall attend general meetings of the Company, and the general manager, <b><u>the co-president</u></b> and other senior management officers shall be present at the meetings.</p>

Original Articles	Amended Articles
<p><b>Article 99</b> Minutes of a general meeting shall be kept by the secretary to the board of directors. The minutes of the meeting shall specify:</p> <p>(I) time, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, supervisors, general manager and other senior management officers attending or present at the meeting;</p> <p>...</p>	<p><b>Article 99</b> Minutes of a general meeting shall be kept by the secretary to the board of directors. The minutes of the meeting shall specify:</p> <p>(I) time, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, supervisors, general manager, <b><u>co-president</u></b> and other senior management officers attending or present at the meeting;</p> <p>...</p>
<p><b>Article 109</b> Unless the Company is in a crisis or any special circumstance, the Company may not enter into any contract with anyone other than a director, general manager or other senior management officer to have all or significant part of the Company’s business in the care of the said person, unless with the approval by special resolutions at a general meeting.</p>	<p><b>Article 109</b> Unless the Company is in a crisis or any special circumstance, the Company may not enter into any contract with anyone other than a director, general manager, <b><u>co-president</u></b> or other senior management officer to have all or significant part of the Company’s business in the care of the said person, unless with the approval by special resolutions at a general meeting.</p>
<p><b>Article 136</b></p> <p>...</p> <p>The general manager or other members of senior management may concurrently serve as a director, provided that the aggregate number of the directors, who concurrently serve as general manager or other members of senior management, and the directors, who are employee representatives, shall not exceed one half of all the directors of the Company.</p> <p>A director is not required to hold shares of the Company.</p>	<p><b>Article 136</b></p> <p>...</p> <p>The general manager, <b><u>co-president</u></b> or other members of senior management may concurrently serve as a director, provided that the aggregate number of the directors, who concurrently serve as general manager, <b><u>co-president</u></b> or other members of senior management, and the directors, who are employee representatives, shall not exceed one half of all the directors of the Company.</p> <p>A director is not required to hold shares of the Company.</p>

Original Articles	Amended Articles
<p><b>Article 148</b> The board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(X) to appoint or dismiss the general manager and secretary to the board of directors of the Company; to appoint or dismiss senior management officers including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to determine their remunerations, rewards and penalties;</p> <p>...</p> <p>(XV) to listen to work reports of the general manager and review his/her work;</p> <p>...</p>	<p><b>Article 148</b> The board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(X) to appoint or dismiss the general manager, <b><u>co-president</u></b> and secretary to the board of directors of the Company; to appoint or dismiss senior management officers including deputy general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager <b><u>and co-president</u></b>, and to determine their remunerations, rewards and penalties;</p> <p>...</p> <p>(XV) to listen to work reports of the general manager <b><u>and co-president</u></b> and review <b><u>his/her their</u></b> work;</p> <p>...</p>
<p><b>Article 154</b> The chairman of the board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(IV) to nominate candidate for the general manager of the Company and candidate for the secretary of the board of directors, and propose to the Board for consideration;</p> <p>...</p>	<p><b>Article 154</b> The chairman of the board of directors shall exercise the following functions and powers:</p> <p>...</p> <p>(IV) to nominate candidate for the general manager <b><u>and co-president</u></b> of the Company and candidate for the secretary of the board of directors, and propose to the Board for consideration;</p> <p>...</p>
<p><b>Article 157</b> The following members of the board of directors may propose convening of an extraordinary meeting:</p> <p>...</p> <p>(VI) where the general manager proposes;</p> <p>...</p>	<p><b>Article 157</b> The following members of the board of directors may propose convening of an extraordinary meeting:</p> <p>...</p> <p>(VI) where the general manager <b><u>or co-president</u></b> proposes;</p> <p>...</p>

Original Articles	Amended Articles
<p><b>CHAPTER VI GENERAL MANAGER AND OTHER MEMBERS OF THE SENIOR MANAGEMENT</b></p> <p><b>Article 169</b> The Company shall have one general manager, who shall be appointed or dismissed by the board of directors. The Company shall have several vice general managers, who shall be appointed or removed by the board of directors. The Company’s general manager, vice general manager, the chief financial officer and the secretary to the board of directors are members of the senior management of the Company.</p>	<p><b>CHAPTER VI GENERAL MANAGER, CO-PRESIDENT AND OTHER MEMBERS OF THE SENIOR MANAGEMENT</b></p> <p><b>Article 169</b> The Company shall have one general manager <u>and one co-president</u> who shall be appointed or dismissed by the board of directors. The Company shall have several vice general managers, who shall be appointed or removed by the board of directors. The Company’s general manager, <u>co-president</u>, vice general manager, the chief financial officer and the secretary to the board of directors are members of the senior management of the Company.</p>
<p><b>Article 172</b> The general manager serves for a term of three years, subject to re-appointment upon the expiry of the term.</p>	<p><b>Article 172</b> The general manager <u>and co-president</u> <del>serves</del> <u>serve</u> for a term of three years, subject to re-appointment upon the expiry of the term.</p>
<p><b>Article 173</b> The general manager shall report to the Board and have the following duties and powers:</p> <p>...</p> <p>The general manager shall be present at the board meetings.</p>	<p><b>Article 173</b> The general manager <u>and co-president</u> shall report to the Board and have the following duties and powers:</p> <p>...</p> <p>The general manager <u>and co-president</u> shall be present at the board meetings.</p>
<p><b>Article 176</b> The general manager may resign prior to the expiration of his term of office. The detailed procedures for the general manager’s resignation shall be set out in the service contract entered into between the general manager and the Company.</p>	<p><b>Article 176</b> The general manager and <u>co-president</u> may resign prior to the expiration of <del>his</del> <u>their</u> term of office. The detailed procedures for the general manager’s <u>and co-president’s</u> resignation shall be set out in the service contract entered into between <del>the general manager</del> <u>them</u> and the Company.</p>
<p><b>Article 177</b> Candidates for vice general manager of the Company shall be nominated by the general manager, who shall be appointed or removed by the board of directors. The vice general manager shall assist the general manager in dealing with the operation and management of the Company, with which his/her terms of references shall be determined by the relevant systems of the Company.</p>	<p><b>Article 177</b> Candidates for vice general manager of the Company shall be nominated by the general manager, who shall be appointed or removed by the board of directors. The vice general manager shall assist the general manager <u>and co-president</u> in dealing with the operation and management of the Company, with which his/her terms of references shall be determined by the relevant systems of the Company.</p>

Original Articles	Amended Articles
<p><b>Article 182</b> The directors, general manager and other senior management may not concurrently take the position of supervisors.</p>	<p><b>Article 182</b> The directors, general manager, <b><u>co-president</u></b> and other senior management may not concurrently take the position of supervisors.</p>
<p><b>Article 197</b> A person may not serve as a director, supervisor, general manager or other members of the senior management of the Company if any of the following circumstances apply:</p> <p>...</p>	<p><b>Article 197</b> A person may not serve as a director, supervisor, general manager, <b><u>co-president</u></b> or other members of the senior management of the Company if any of the following circumstances apply:</p> <p>...</p>
<p><b>Article 198</b> The validity of an act of a director, general manager and other members of the senior management on behalf of the Company is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>	<p><b>Article 198</b> The validity of an act of a director, general manager, <b><u>co-president</u></b> and other members of the senior management on behalf of the Company is not, as against a bona fide third party, affected by any irregularity in his office, election or any defect in his qualification.</p>
<p><b>Article 199</b> In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange(s) where the shares of the Company are listed, each of the directors, supervisors, general manager and other members of the senior management owes a duty to each shareholder in the exercise of the functions and powers of the Company entrusted to him/her:</p> <p>...</p>	<p><b>Article 199</b> In addition to obligations imposed by laws, administrative regulations or the listing rules of the stock exchange(s) where the shares of the Company are listed, each of the directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management owes a duty to each shareholder in the exercise of the functions and powers of the Company entrusted to him/her:</p> <p>...</p>
<p><b>Article 200</b> Each of the directors, supervisors, general manager and other members of the senior management of the Company owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>	<p><b>Article 200</b> Each of the directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p>



Original Articles	Amended Articles
<p><b>Article 201</b> Each of the directors, supervisors, general manager and other members of the senior management of the Company shall carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) the discharge of the following obligations:</p> <p>...</p> <p>(XII) unless otherwise permitted by informed consent of the general meeting, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. disclosure is made under compulsion of law;</li> <li>2. the interests of the public require disclosure;</li> <li>3. the interests of the relevant director, supervisor, general manager and other members of the senior management require disclosure.</li> </ol>	<p><b>Article 201</b> Each of the directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company shall carry on his duties in accordance with the principle of fiduciary and shall not put himself in a position where his duty and his interest may conflict. This principle includes (without limitation) the discharge of the following obligations:</p> <p>...</p> <p>(XII) unless otherwise permitted by informed consent of the general meeting, to keep in confidence information acquired by him in the course of and during his tenure and not to use the information other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other governmental authorities is permitted if:</p> <ol style="list-style-type: none"> <li>1. disclosure is made under compulsion of law;</li> <li>2. the interests of the public require disclosure;</li> <li>3. the interests of the relevant director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management require disclosure.</li> </ol>
<p><b>Article 202</b> Each director, supervisor, general manager and other members of the senior management of the Company shall not cause the following persons or institutions (“associate(s)”) to do what he is prohibited from doing:</p> <p>(I) the spouse or minor child of a director, supervisor, general manager and other senior management of the Company;</p> <p>(II) a person acting in the capacity of trustee of a director, supervisor, general manager and other members of the senior management of the Company or any person referred to in (I) herein;</p>	<p><b>Article 202</b> Each director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company shall not cause the following persons or institutions (“associate(s)”) to do what he is prohibited from doing:</p> <p>(I) the spouse or minor child of a director, supervisor, general manager, <b><u>co-president</u></b> and other senior management of the Company;</p> <p>(II) a person acting in the capacity of trustee of a director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company or any person referred to in (I) herein;</p>



Original Articles	Amended Articles
<p>(III) a person acting in the capacity of partner of a director, supervisor, general manager and other members of the senior management of the Company or any person referred to in (I) and (II) herein;</p> <p>(IV) a company in which a director, supervisor, general manager and other members of the senior management of the Company, alone or jointly with one or more persons referred to in (I), (II) and (III) herein and other directors, supervisors, general manager and other members of the senior management of the Company have a de facto controlling interest;</p> <p>(V) the directors, supervisors, general manager and other members of the senior management of the controlled company referred to in the (IV) herein.</p>	<p>(III) a person acting in the capacity of partner of a director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company or any person referred to in (I) and (II) herein;</p> <p>(IV) a company in which a director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company, alone or jointly with one or more persons referred to in (I), (II) and (III) herein and other directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company have a de facto controlling interest;</p> <p>(V) the directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the controlled company referred to in the (IV) herein.</p>
<p><b>Article 203</b> The fiduciary duties of the directors, supervisors, general manager and other members of the senior management of the Company do not necessarily cease with the termination of their terms of office. The duty of confidence in relation to trade secrets of the Company survives the termination of their terms of office. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.</p>	<p><b>Article 203</b> The fiduciary duties of the directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company do not necessarily cease with the termination of their terms of office. The duty of confidence in relation to trade secrets of the Company survives the termination of their terms of office. Other duties may continue for such period as fairness may require depending on the time lapse between the termination and the act concerned and the circumstances under which the relationships between them and the Company are terminated.</p>
<p><b>Article 204</b> The liability of directors, supervisors, general manager and other members of the senior management of the Company for breaching a given obligation may be waived by the general meeting which has knowledge of the circumstances, save for the circumstances specified in Article 63 of the articles of association.</p>	<p><b>Article 204</b> The liability of directors, supervisors, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company for breaching a given obligation may be waived by the general meeting which has knowledge of the circumstances, save for the circumstances specified in Article 63 of the articles of association.</p>

Original Articles	Amended Articles
<p><b>Article 205</b> Where a director, supervisor, general manager and other members of the senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not such contract, transaction or arrangement therefor is otherwise subject to the approval of the board of directors.</p> <p>Unless under the exceptional circumstances specified in Note 1 to Appendix 3 of the Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, directors shall not vote on any resolutions of the board of directors in respect of any contract or arrangement or any other suggestion in which he/she or his/her close associates (as defined in the Hong Kong Listing Rules) have a material interest. When determining whether the quorum is reached, such directors shall not be counted.</p> <p>Unless the interested director, supervisor, general manager and other members of the senior management disclose his/her interests in accordance with the requirements of the preceding paragraph of this article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, general manager and other members of the senior management is not counted in the quorum and refrains from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, general manager and other members of the senior management.</p>	<p><b>Article 205</b> Where a director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company, (other than his contract of service with the Company), he shall declare the nature and extent of his interests to the board of directors at the earliest opportunity, whether or not such contract, transaction or arrangement therefor is otherwise subject to the approval of the board of directors.</p> <p>Unless under the exceptional circumstances specified in Note 1 to Appendix 3 of the Hong Kong Listing Rules or permitted by the Hong Kong Stock Exchange, directors shall not vote on any resolutions of the board of directors in respect of any contract or arrangement or any other suggestion in which he/she or his/her close associates (as defined in the Hong Kong Listing Rules) have a material interest. When determining whether the quorum is reached, such directors shall not be counted.</p> <p>Unless the interested director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management disclose his/her interests in accordance with the requirements of the preceding paragraph of this article and the contract, transaction or arrangement is approved by the board of directors at a meeting in which the interested director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management is not counted in the quorum and refrains from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management.</p>

Original Articles	Amended Articles
<p>A director, supervisor, general manager and other members of the senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>	<p>A director, supervisor, general manager, <b><u>co-president</u></b> and other members of the senior management of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of him is interested.</p>
<p><b>Article 206</b> If, prior to the Company's initial consideration of entering into relevant contracts, transactions, or arrangements, a director, supervisor, general manager and any other member of senior management of the Company has delivered a written notice to the Board, which contains a statement that he/she has interests in the contracts, transactions, or arrangements to be entered into by the Company in the future due to the contents specified in the notice, such director, supervisor, general manager and other members of senior management shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.</p>	<p><b>Article 206</b> If, prior to the Company's initial consideration of entering into relevant contracts, transactions, or arrangements, a director, supervisor, general manager, <b><u>co-president</u></b> and any other member of senior management of the Company has delivered a written notice to the Board, which contains a statement that he/she has interests in the contracts, transactions, or arrangements to be entered into by the Company in the future due to the contents specified in the notice, such director, supervisor, general manager, <b><u>co-president</u></b> and other members of senior management shall be deemed to have made the disclosure stipulated by the preceding Article in respect of the statement contained in the notice.</p>
<p><b>Article 207</b> The Company shall not, in any manner, pay taxes for its directors, supervisors, general managers and other members of senior managements.</p>	<p><b>Article 207</b> The Company shall not, in any manner, pay taxes for its directors, supervisors, general managers, <b><u>co-president</u></b> and other members of senior managements.</p>
<p><b>Article 208</b> The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, supervisor, general manager and other member of senior management of the Company and of the Company's parent company or any of the Relevant Persons of the foregoing.</p> <p>The preceding provision shall not apply to the following circumstances:</p> <p>(I) the provision by the Company of a loan or loan guarantee to its subsidiaries;</p>	<p><b>Article 208</b> The Company shall not, directly or indirectly, make a loan to or provide a loan guarantee to any director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management of the Company and of the Company's parent company or any of the Relevant Persons of the foregoing.</p> <p>The preceding provision shall not apply to the following circumstances:</p> <p>(I) the provision by the Company of a loan or loan guarantee to its subsidiaries;</p>

Original Articles	Amended Articles
<p>(II) the provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, supervisors, general managers and other members of senior managements to meet expenditures incurred by him/her for the purpose of the Company or for the purpose of enabling him to perform his/her duties in accordance with the employment contract approved by the general meeting;</p> <p>(III) if the ordinary course of the business of the Company includes the provision of a loan or loan guarantee, the Company may provide a loan or loan guarantee to the relevant directors, supervisors, general managers and other members of senior managements and the relevant persons thereof, provided that such provision are on normal commercial terms.</p>	<p>(II) the provision by the Company of a loan or loan guarantee or any other funds available to any of its directors, supervisors, general managers, <b><u>co-president</u></b> and other members of senior managements to meet expenditures incurred by him/her for the purpose of the Company or for the purpose of enabling him to perform his/her duties in accordance with the employment contract approved by the general meeting;</p> <p>(III) if the ordinary course of the business of the Company includes the provision of a loan or loan guarantee, the Company may provide a loan or loan guarantee to the relevant directors, supervisors, general managers, <b><u>co-president</u></b> and other members of senior managements and the relevant persons thereof, provided that such provision are on normal commercial terms.</p>
<p><b>Article 210</b> The loan guarantee which has been provided by the Company in breach of the Article 208 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) at the time the loan was made to a relevant person of any of the directors, supervisors, general managers and other members of senior managements of the Company or the Company’s parent company, the lender was not aware of the relevant circumstances;</p> <p>(II) the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><b>Article 210</b> The loan guarantee which has been provided by the Company in breach of the Article 208 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>(I) at the time the loan was made to a relevant person of any of the directors, supervisors, general managers, <b><u>co-president</u></b> and other members of senior managements of the Company or the Company’s parent company, the lender was not aware of the relevant circumstances;</p> <p>(II) the security provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>

Original Articles	Amended Articles
<p><b>Article 212</b> In addition to any rights and remedies provided by laws and administrative regulations, when a director, a supervisor, a general manager and any other member of senior management of the Company is in breach of his/her duties to the Company, the Company has a right:</p> <p>(I) to demand relevant director, supervisor, general manager and other members of senior management to compensate for the losses sustained by it as a result of such breach of duty;</p> <p>(II) to rescind any contract or transaction entered into between the Company and relevant director, supervisor, general manager and other member of senior management and between the Company and a third party (where such party knew or should have known that such director, supervisor, general manager and other members of senior management representing the Company has been in breach of his duty to the Company);</p> <p>(III) to demand such director, supervisor, general manager and other member of senior management to surrender the proceeds as result of the breach of his duty;</p> <p>(IV) to recover any money which shall have been received by the Company but were received by such director, supervisor, general manager and other member of senior management instead, including (without limitation) any commissions;</p> <p>(V) to demand repayment of any interests earned or which may have been earned by such director, supervisor, general manager and other member of senior management on money which shall have been received by the Company.</p>	<p><b>Article 212</b> In addition to any rights and remedies provided by laws and administrative regulations, when a director, a supervisor, a general manager, <b><u>co-president</u></b> and any other member of senior management of the Company is in breach of his/her duties to the Company, the Company has a right:</p> <p>(I) to demand relevant director, supervisor, general manager, <b><u>co-president</u></b> and other members of senior management to compensate for the losses sustained by it as a result of such breach of duty;</p> <p>(II) to rescind any contract or transaction entered into between the Company and relevant director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management and between the Company and a third party (where such party knew or should have known that such director, supervisor, general manager, <b><u>co-president</u></b> and other members of senior management representing the Company has been in breach of his duty to the Company);</p> <p>(III) to demand such director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management to surrender the proceeds as result of the breach of his duty;</p> <p>(IV) to recover any money which shall have been received by the Company but were received by such director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management instead, including (without limitation) any commissions;</p> <p>(V) to demand repayment of any interests earned or which may have been earned by such director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management on money which shall have been received by the Company.</p>

Original Articles	Amended Articles
<p><b>Article 213</b> The Company shall enter into a written contract with each director, supervisor, general manager and other member of senior management, which shall at least include the following provisions:</p> <p>(I) the director, supervisor, general manager and other member of senior management shall undertake to the Company, to comply with the Company Law, the Special Regulations, the articles of association and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases and regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the articles of association, and such contract and his/her position shall not be transferred;</p> <p>(II) the director, supervisor, general manager and other member of senior management shall undertake to the Company, to comply with and perform the duties that he/she shall perform to the shareholders as required by the articles of association;</p> <p>...</p>	<p><b>Article 213</b> The Company shall enter into a written contract with each director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management, which shall at least include the following provisions:</p> <p>(I) the director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management shall undertake to the Company, to comply with the Company Law, the Special Regulations, the articles of association and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases and regulations of the Hong Kong Stock Exchange, and agree that the Company will be entitled to the remedies as specified in the articles of association, and such contract and his/her position shall not be transferred;</p> <p>(II) the director, supervisor, general manager, <b><u>co-president</u></b> and other member of senior management shall undertake to the Company, to comply with and perform the duties that he/she shall perform to the shareholders as required by the articles of association;</p> <p>...</p>
<p><b>Article 230</b> The certified public accountants appointed by the Company shall have the following rights:</p> <p>(I) to access the account books, records or vouchers of the Company at any time, and to ask directors, general manager or other senior executives to provide relevant documents and explanations;</p> <p>...</p>	<p><b>Article 230</b> The certified public accountants appointed by the Company shall have the following rights:</p> <p>(I) to access the account books, records or vouchers of the Company at any time, and to ask directors, general manager, <b><u>co-president</u></b> or other senior executives to provide relevant documents and explanations;</p> <p>...</p>



Original Articles	Amended Articles
<p><b>Article 271</b> The Company shall abide by the following principles of dispute resolution:</p> <p>(I) Any dispute or claim arising between holders of overseas listed foreign shares and the Company; holders of overseas listed foreign shares and the Company’s directors, supervisors, general manager or other members of the senior management; or holders of overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations arising from the articles of association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted for arbitration.</p> <p>When a dispute or claim of rights referred to in the preceding paragraph is submitted for arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person in the Company, the Company’s shareholders, directors, supervisors, general manager or other members of the senior management, comply with the arbitration.</p> <p>Dispute in respect of the definition of shareholders and dispute in relation to the register of members need not be resolved by arbitration.</p> <p>...</p>	<p><b>Article 271</b> The Company shall abide by the following principles of dispute resolution:</p> <p>(I) Any dispute or claim arising between holders of overseas listed foreign shares and the Company; holders of overseas listed foreign shares and the Company’s directors, supervisors, general manager, <b><u>co-president</u></b> or other members of the senior management; or holders of overseas listed foreign shares and holders of domestic shares, in respect of any rights or obligations arising from the articles of association, the Company Law or any other relevant laws and administrative regulations concerning the affairs of the Company shall be submitted for arbitration.</p> <p>When a dispute or claim of rights referred to in the preceding paragraph is submitted for arbitration, the entire claim or dispute must be referred to arbitration, and all persons who have a cause of action based on the same facts giving rise to the dispute or claim or whose participation is necessary for the resolution of such dispute or claim, shall, where such person in the Company, the Company’s shareholders, directors, supervisors, general manager, <b><u>co-president</u></b> or other members of the senior management, comply with the arbitration.</p> <p>Dispute in respect of the definition of shareholders and dispute in relation to the register of members need not be resolved by arbitration.</p> <p>...</p>



Save for the proposed amendments, other provisions of the Articles of Association shall remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the special resolution by the shareholders of the Company (the “**Shareholders**”) at the extraordinary general meeting (the “**EGM**”). The Board has resolved to propose a resolution at the general meeting to authorize the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments to the Articles of Association according to opinions of the regulatory authorities.

## **GENERAL**

A circular containing, among others, (i) proposed amendments to the Articles of Association; and (ii) notices convening the EGM will be despatched to the Shareholders as and when appropriate.

By Order of the Board  
**Hangzhou Tigermed Consulting Co., Ltd.**  
**Ye Xiaoping**  
*Chairman*

Hong Kong, July 12, 2021

*As at the date of this announcement, the executive directors of the Company are Dr. Ye Xiaoping, Ms. Cao Xiaochun and Ms. Yin Zhuan; the independent non-executive directors of the Company are Mr. Zheng Bijun, Dr. Yang Bo and Mr. Liu Kai Yu Kenneth.*